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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICAN ELDERCARE, INC.**

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SECRETARY OF STATE

11/4/2011,
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Thank
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Rita Burdo
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**SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN ELDERCARE, INC.
a Florida corporation**

Pursuant to the provisions of section 607.1006, Florida Statutes, American Eldercare, Inc. adopts the following Second Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Eldercare, Inc. (the "Corporation").

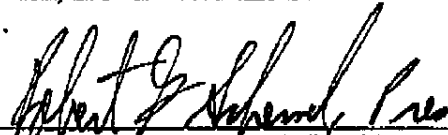
SECOND: Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of capital stock, having no par value per share. Fifty (50) shares shall be designated as Class A Voting Common Stock and Nine Hundred Fifty (950) shares shall be designated as Class B Non-Voting Common Stock. All outstanding shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall confer identical rights to distribution and liquidation proceeds. To the maximum extent allowed by law, only Class A Voting Common Stock shall have voting rights as to all matters submitted to a vote by the Stockholders."

THIRD: The amendment set forth in paragraph SECOND of this Second Amendment to the Articles of Incorporation of the Corporation was approved by the Corporation's sole Director on November 1, 2011, and approved and properly adopted by the Corporation's sole Shareholder on November 1, 2011. The number of votes cast for such amendment by the Shareholder was sufficient for approval.

The undersigned, as President of the Corporation, has executed this Second Amendment to its Articles of Incorporation on November 1, 2011.



ROBERT G. SCHEMEL, President

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